



16209
RECORDATION NO. FILE NO.

FEB 21 1989 -12:30 PM

DATE 2/21/89
FEB 13
INTERSTATE COMMERCE COMMISSION

Grand Trunk Western Railroad Co.
1333 Brewery Park Blvd.
Detroit, MI 48207-2699

(313) 237-4357

ICC Washington, D. C.

February 17, 1989
File: 304-W

Secretary
Interstate Commerce Commission
Room 2215
12th & Constitution Ave., N.W.
Washington, D.C. 20423

9-052A004

Dear Secretary:

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC §11303 are counterparts of a security agreement, dated as of February 9, 1989 between Waveland Corporation and Grand Trunk Western Railroad Company. The equipment covered by the lease are 130 high cube box cars, bearing road numbers as shown on Exhibit A, attached hereto.

The parties to this security agreement are:

Secured Party: Grand Trunk Western
Railroad Company
1333 Brewery Park Blvd.
Detroit, MI 48207-2699

Debtor: Waveland Corporation
3 First National Plaza
Suite 1400
Chicago, IL 60602

Enclosed is our Check No. 1307 in the amount of \$13.00.

Please accept one counterpart of this document for filing, stamp the remaining with your recordation number and return them and your fee receipt to the undersigned.

Sincerely,

Mary P. Sclawy
Senior Attorney

MPS:val
/304-W-ICC-2 - MPS9
Enc.

FEB 21 12 17 PM '89
MOTOR OPERATING UNIT

EXHIBIT A

Equipment leased: 130 100-ton 86'6" high cube box cars

Reporting numbers: In the series DTI 27000-27134, both inclusive and:

GTW 127035
127063
127073
127088
127100
127108
127111
127114
127133

Interstate Commerce Commission
Washington, D.C. 20423

2/23/89

OFFICE OF THE SECRETARY

Mary P. Sclawy
Senior Attorney
Grand Trunk Western Railroad Co.
1333 Brewery Park Blvd
Detroit, Michigan 48207-2699

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/21/89 at 12:30pm, and assigned recordation number(s). 16209 & 16210

Sincerely yours,

Nanette L. McGee
Secretary

Enclosure(s)

SECURITY AGREEMENT FEB 21 1989 -12 30 PM

INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT, dated February 9, 1989,
(Agreement) between Waveland Corporation (Borrower) and
Grand Trunk Western Railroad Company (Grand Trunk).

RECITALS:

Borrower is borrowing from Grand Trunk a sum of money and issuing a promissory note for the amount plus accrued interest. As further security for the repayment of all amounts due under the promissory note and as a further inducement to Grand Trunk to lend the money, Borrower has agreed to grant to Grand Trunk a security interest in the equipment to be acquired with the borrowed funds.

THEREFORE, the parties agree:

1. To secure the payment of a promissory note (Note) dated February 9, 1989, together with interest thereon, Borrower hereby grants to Grand Trunk a first priority security interest in and to one hundred thirty (130) high cube box cars (Cars), more specifically identified on Exhibit A, attached to this Agreement.

2. Borrower represents and warrants to Grand Trunk that it is the owner of the Cars and has the right to subject them to the security interest of Grand Trunk.

3. If Borrower shall fail to pay when due any principal or interest required by the Note, such payment shall remain unpaid for five (5) business days thereafter, Grand Trunk may:

- a. retain any amounts due as rental or otherwise for the lease of the Cars and apply such amounts to the late payments due on the Note;
- b. exercise any one or more of the rights and remedies provided to it under this Agreement or provided by law, including, but not limited to all of the rights and remedies of

CA 7507

a secured party under the Uniform Commercial Code;

- c. sell and dispose of the Cars at public or private sale and to apply the proceeds of such sale to the costs and expenses thereof and then to the payment of the indebtedness set forth in the Note;
- d. retain the Cars in full and final payment of all amounts owing on the Note.

The parties have caused this Agreement to be executed by their duly authorized representatives as of February 9, 1989.

WAVELAND CORPORATION

Witness:

Stacey Zubeck

By

Ernest R. Kromm

Its President

GRAND TRUNK WESTERN RAILROAD
COMPANY

Witness:

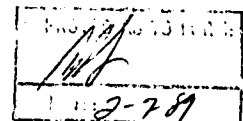
[Signature]

By

[Signature]

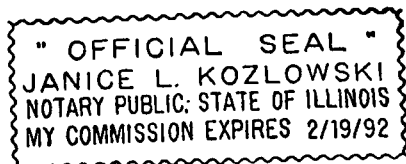
Its

TREASURER



STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 27th day of January, 1989, before me personally appeared Emmett Monahan, to me personally known, who, being by me duly sworn, says that he is the President of Waveland Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Janice L. Kozlowski
Notary Public

My Commission Expires:

2/19/92

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

On this 9th day of February, 1989, before me personally appeared Bonnie Reynolds, to me personally known, who, being by me duly sworn, says that ~~he~~ ^{she} is a ~~Vice President~~ ^{Treasurer} of Grand Trunk Western Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and ~~he~~ ^{she} acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. Isabelle Matusko
Notary Public

[Notarial Seal]

My Commission Expires:

J. ISABELLE MATUSKO
Notary Public, Oakland County, MI
My Commission Expires Feb. 9, 1991
Acting in Wayne County, MI

/Agreement - LEASES

EXHIBIT A

Equipment: 130 100-ton 86'6" high cube box cars

Reporting numbers: In the series DTI 27000-27134, both inclusive and:

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